

BEMETALS CORP.
SUITE 3123 – 595 BURRARD STREET
VANCOUVER, BC V7X 1J1
TEL: (604) 609-6141

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general meeting (the "**Meeting**") of the shareholders of BeMetals Corp. (the "**Corporation**"), will be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on Tuesday, November 24, 2020 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal year ended December 31, 2019, together with auditor's report thereon.
2. To re-appoint PricewaterhouseCoopers LLP as the auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
3. To fix the number of directors for the ensuing year at six (6).
4. To elect directors for the ensuing year.
5. To re-approve the Corporation's stock option plan.
6. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

The Corporation intends to hold the Meeting in person. However, in light of the ongoing public health concerns related to COVID-19 and in order to comply with physical distancing measures imposed by the federal, provincial and municipal governments and to mitigate risk to the health and safety of our communities, shareholders and employees, the Corporation requests that shareholders not attend the Meeting in person. The Corporation encourages shareholders to instead vote their shares in advance of the Meeting via mail, facsimile or online. Management is not planning to conduct a formal presentation at the Meeting, however will be available to answer questions. **If any shareholder does wish to attend the Meeting in person, please contact the Corporation's Chief Financial Officer at (604) 609-6118 or info@bemetalscorp.com in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic.** The Meeting can accommodate no more than ten shareholders in person. Attendance will be on a first come, first served basis. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person. The Corporation may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Corporation will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

A shareholder who will not be attending the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular. As set out in the notes, the enclosed form of proxy is solicited by management, but, you may amend it to appoint another person (who need not be a shareholder) to attend and act for you at the Meeting other than the persons named in the form of proxy if you so desire by inserting in the blank space provided in the form of proxy the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 16th day of October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"John Wilton"

John Wilton
Chief Executive Officer, President and Director